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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
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In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**MOTION OF THE DEBTORS PURSUANT TO 11 U.S.C. § 105,
AND LOCAL BANKRUPTCY RULE 9013-1(M) FOR AN ORDER
SETTING AN EXPEDITED HEARING**

The debtors and debtors in possession in the
above-captioned cases (collectively, the "Debtors")¹

¹ The Debtors are the following entities: The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City
(cont'd)

hereby move the Court (the "Motion") for the entry of an order, pursuant to 11 U.S.C. § 105 and Rule 9013-1(M) and (N) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Bankruptcy Rules"), setting an expedited hearing on: (I) Debtors' Motion for Order Approving Letter Agreement (the "Letter Agreement") By and Among the Debtors and Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC Pursuant to Bankruptcy Code Sections 105, 107(b), and 363 and Bankruptcy Rules 9018 and 9019 (the "9019 Motion"); (II) Debtors' Motion for Order Shortening Notice Period and Limiting Notice of the 9019 Motion (the "Motion to Shorten Notice"); and (III) Debtors' Motion to File Certain Documents Under Seal (the "Seal Motion") for

(cont'd from previous page)

Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

March 20, 2009, at 10:00 a.m. In further support of the Motion, the Debtors respectfully represent:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are section 105(a) of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and Local Bankruptcy Rule 9013-1(M) and (N).

BACKGROUND

A. The Bankruptcy Cases.

3. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

5. On November 12, 2008, the Office of the United States Trustee for the Eastern District of Virginia

appointed a statutory committee of unsecured creditors (the "Creditors' Committee"). To date, no trustee or examiner has been appointed in these chapter 11 cases.

6. On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors' remaining 567 stores pursuant to an agency agreement (the "Agency Agreement") between the Debtors and a joint venture, as agent. On January 17, 2009, the Agent commenced going out of business sales pursuant to the Agency Agreement at the Debtors' remaining stores.

B. The Store Closing Agreement.

7. In October 2008, the Debtors began soliciting offers from liquidation firms to conduct store closing sales at one hundred fifty-four (154) retail store locations (the "Closing Stores") and to liquidate the Debtors' inventory and certain other assets therein (the "Closing Stores Sales").

8. The bid submitted by a joint venture comprised of Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC (the "Agent"), was the highest or otherwise best offer received by the Debtors. Thus, On

October 31, 2008, the Debtors and the Agent executed a store closing agency agreement (the "Store Closing Agreement").

9. On December 22, 2008, the court entered the Final Order Granting Motion of Debtors for Entry of Order Pursuant to Bankruptcy Code Sections 105, 363 and 365 (I) Assuming Agency Agreement Among Debtors, Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC, and (II) Authorizing the Debtors to Continue Agency Agreement Sales Pursuant to Store Closing Agreement.

10. As of December 31, 2008, the Closing Store Sales at the Closing Stores were concluded.

RELIEF REQUESTED

11. On March 11, 2009, the Debtors filed the 9019 Motion, the Motion to Shorten Notice and the Seal Motion. By this Motion, the Debtors seek this Court's entry of an order setting an expedited hearing on these motions for Friday, March 20, 2009 at 10:00 a.m. (the "Expedited Hearing"), or as soon thereafter as counsel may be heard, to consider the foregoing motions.

12. As set forth in the 9019 Motion, at the Expedited Hearing, the Debtors will seek entry of an order approving the Letter Agreement. Additionally, the Debtors are seeking authority to shorten and limit notice of the 9019 Motion and to file the Letter Agreement under seal.

BASIS FOR RELIEF

13. The Debtors seek approval of the foregoing motions on an expedited basis because the final reconciliation has been ongoing for over two (2) months and the parties wish to promptly memorialize their consensual resolution of their various claims. Additionally, the Committee has consented to the relief sought in the 9019 Motion.

14. Thus, the Debtors believe cause exists to hear the foregoing motions on March 20, 2009 at 10:00 a.m. (Eastern time).

15. Local Bankruptcy Rule 9013-1 allows the setting of a hearing on an expedited basis as requested herein. Attached hereto as Exhibit B is the certification required under Local Rule 9013-1(N).

16. Additionally, section 105(a) of the Bankruptcy Code provides this Court with the power to set expedited hearings. Section 105(a) states that a bankruptcy court "may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code]." 11 U.S.C. § 105(a).

NOTICE

17. Notice of this Motion, the 9019 Motion, the Motion to Shorten Notice and the Seal Motion is being provided to (i) the Office of the United States Trustee for the Eastern District of Virginia; (ii) counsel to the agent for the DIP Lenders; (iii) counsel to Creditors' Committee; (iv) parties who have requested notice pursuant to Bankruptcy Rule 2002; and (v) the Core Group (as defined in the Case Management Order entered on November 13, 2008 at Docket No. 130). The Debtors submit that, under the circumstances, no other or further notice need be given.

WAIVER OF MEMORANDUM OF LAW

18. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Motion and all applicable authority is set forth

in the Motion, the Debtors request that the requirement that all motions be accompanied by a separate memorandum of law be waived.

NO PRIOR REQUEST

19. No previous request for the relief sought herein has been made to this Court or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto as Exhibit A, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: March 11, 2009 SKADDEN, ARPS, SLATE, MEAGHER &
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/s/ Douglas M. Foley .
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Counsel for Debtors and Debtors
in Possession

EXHIBIT A

Gregg M. Galardi, Esq.
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IN THE UNITED STATES BANKRUPTCY COURT
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In re: : Chapter 11
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CIRCUIT CITY STORES, INC., : Case No. 08-35653
et al., :
:
Debtors. : Jointly Administered
- - - - - x

ORDER SETTING AN EXPEDITED HEARING

Upon the motion (the "Motion")¹ of the Debtors
for an order, pursuant to Bankruptcy Code section 105
and Rule 9013-1(M) and (N) of the Local Bankruptcy Rules

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

for the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Bankruptcy Rules"), requesting an expedited hearing and shortened notice on the 9019 Motion, the Motion to Shorten Notice and the Seal Motion (collectively, the "9019 Motions"); and the Court having reviewed the Motion and the 9019 Motions; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED.
2. A hearing will be held on March 20, 2009 at 10:00 a.m., prevailing Eastern Time, to hear and consider the 9019 Motion, the Motion to Shorten Notice and the Seal Motion.

3. Adequate notice of the relief sought in the Motion has been given and no further notice is required.

4. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Richmond, Virginia
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

EXHIBIT B

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CIRCUIT CITY STORES, INC.,	:	Case No. 08-35653
<u>et al.</u> ,	:	
	:	
Debtors.	:	Jointly Administered
- - - - -	- - - - -	X

CERTIFICATION FOR EXPEDITED HEARING

The above-captioned debtors (collectively, the
 "Debtors") contemporaneously herewith are filing, the
 Motion of the Debtors, Pursuant to 11 U.S.C. § 105 and
 Local Bankruptcy Rule 9013-1(M), for an Order Setting an

Expedited Hearing (the "Motion to Expedite").¹ In support thereof, and as required by Rule 9013-1(N) of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Eastern District of Virginia, the undersigned counsel for the Debtors certify as follows:

1. I am a member of the Bar of this Court, and I have carefully examined these matters and there is a true necessity for an emergency hearing.

2. The necessity for this emergency hearing has not been caused by any lack of due diligence on my part, but has been brought about only by the circumstances of the Debtors' chapter 11 cases.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion to Expedite.

3. Based upon the nature of the matters and the relief requested in the Motion to Expedite, no *bona fide* effort to resolve these matters without a hearing is possible.

 /s/ Douglas M. Foley
Douglas M. Foley

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